

PRISURE PROMOTION & TRADINGS LIMITED

Corporate Identity Number: L65993WB I 983PLC035776 Admn. Office: Jain Bhawan, 12, Bhagat Singh Marg, New Delhi -110 001 Regd. Office: 19, Esplanade Mansions, Kolkata-700 069 Tel: +91 1123361738, E-mail: prisurepromotion@gmail.com, Website: www.pptltd.co

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given to the Members of the Company, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Securities Exchange Board of India (Delisting of Equity Shares) Regulations 2009 including any statutory modification(s) or re-enactment(s) thereof, if any, that the resolution appended below is proposed to be passed as Special Resolution by the Members of the Company by way of Postal Ballot.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

“RESOLVED THAT subject to the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “SEBI Delisting Regulations”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 and all other applicable laws, rules, regulations, notifications, clarifications and guidelines, including, but not limited, to Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Calcutta Stock Exchange (CSE) and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof) and subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority, including, but not limited to, Securities and Exchange Board of India (SEBI) and Calcutta Stock Exchange (“the Exchange”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee constituted by the Board of Directors or any person(s) authorized by the Board), the consent of the Members of the Company be and is hereby accorded to the Board to seek Voluntary Delisting of its Equity Shares from the Calcutta Stock Exchange after providing an exit opportunity to the existing shareholders (other than promoters) in accordance with Regulation 27 of SEBI Delisting Regulations.

RESOLVED FURTHER THAT the Board, including any Committee of the Board or any person(s) authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary and/or expedient in the matters, without requiring the Board to obtain any further consent or approval of the members of the Company.”

By order of the Board
For **Prisure Promotion & Trading Limited**
Sd/-

Date:14th February 2017
Place: New Delhi

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the Special Resolution is annexed to the Notice.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof, assent or dissent of the Members in respect of the resolution contained in the Notice dated 14th February 2017 are being taken through postal ballot/remote e-voting.
3. The Company has appointed Shri Ati Uttam Singh, (Membership No. F8719) Company Secretary in Practice, as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members as on the close of business hours on 14th February 2017 (Record Date). Any person who is not a Member as on the record date should treat this Notice for information purposes only.
5. In compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility as an option to all the Members to enable them to cast their vote electronically instead of dispatching postal ballot forms. Remote e-voting is optional for Members.
6. Please note that Members cannot vote both by post and remote e-voting and in case of voting by both the modes, voting through post shall be treated as invalid.
7. There will be one Postal Ballot Form/remote e-voting for every Folio irrespective of the number of joint holders.
8. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
9. The Scrutinizer will submit his report as soon as possible after the last date of receipt for postal ballot/remote e-voting i.e. 8th April 2017 but not later than 10th April 2017.
10. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.

11. The Chairman and in his absence any person authorized by the Chairman will declare/announce the result of the postal ballot/remote e-voting at the Registered Office of the Company on or before 10th April 2017, before close of business hours. The resolution of postal ballot shall be deemed to have been passed on 8th April 2017, being the last date for receipt of duly completed postal ballot form and remote e-voting.
12. The result declared along with Scrutinizer's Report shall be placed on the website of the Company at www.pptltd.co and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.

13. **Remote e-voting procedure:**

The voting period begins on 10th March 2017 (10:00 A.M.) and ends on 8th April 2017 (5:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 14th February 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for members for remote e-voting are as under:

- (i) The Members should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members.
- (iii) Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the character displayed on the image verification and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed on the Address Slip pasted on the envelope of this Notice. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in

	the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Prisure Promotion & Tradings Ltd.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi , Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut –off date i.e. 14th February 2017 and a person who is not a Member as on the cut-off date should treat this Notice for information only.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

The Equity Shares of the Company are presently listed at Calcutta Stock Exchange where there is no trading activity for many years. Neither the Company nor any shareholders are being benefited in any manner due to continued listing as aforesaid. Moreover, the Company is bearing unnecessary cost and is complying with stricter provisions of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015.

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations"), a Company may voluntarily delist its equity shares from the Stock Exchanges where its shares are listed, subject to the compliance of the provisions mentioned therein.

Since there is no liquidity/ tradability in the equity shares of the Company for last few years, the public shareholders are not getting any exit opportunity and their investments have been locked up and they find it difficult to dispose-off their shareholding. In this respect, the promoters believe that the proposed voluntary delisting is in the best interests of the public shareholders, as it provides them an exit opportunity.

Keeping the above in view, the Board of Directors of the Company at their Meeting held on 14th February 2017 approved the proposal of Voluntary Delisting of Equity Shares from Calcutta Stock Exchange after giving an exit option to all its shareholders other than promoters, in terms of provisions for the 'Small Companies' in the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 subject to the approval of the Shareholders through Postal Ballot. The proposed delisting is in the interest of the Members of the Company.

A copy of the Register of Members of the Company is open for inspection by the Members at the Registered Office of the Company during normal business hours (between 10.00 A.M. to 1.00 P.M. on all working days upto the date of the results of the Postal Ballot.

None of the Directors of the Company is in anyway concerned or interested in the resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders.

By order of the Board
For **Prisure Promotion & Trading Limited**

Sd/-
Gaurav Lodha
Director

Date: 14th February 2017
Place: New Delhi

PRISURE PROMOTION & TRADINGS LIMITED

Corporate Identity Number: L65993WB I 983PLC035776 Admn. Office: Jain Bhawan, 12, Bhagat Singh Marg, New Delhi -110 001 Regd. Office: 19, Esplanade Mansions, Kolkata-700 069 Tel: +91 1123361738, E-mail: prisurepromotion@gmail.com, Website: www.pptltd.co

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First named Member
:
2. Name(s) of the Joint Holders, if any :
3. Registered Folio No.
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 14th February 2017, by sending my/our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Shares for which vote cast	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Voluntary Delisting of Equity Shares of the Company from Calcutta Stock Exchange			

Signature of the Member

Place:
Date

NOTES:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last Date for receipt of Postal Ballot Form by the Scrutinizer is 8th April 2017 by 5.00 P.M.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid business reply envelope.
2. Envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted so as to reach the scrutinizer on or before 8th April 2017. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be duly completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company /RTA.
4. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation letter giving requisite authority to the person voting on the Postal Ballot Form.
5. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint holders.
6. The right of voting by Postal Ballot will not be exercised by a Proxy.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. Form which is mutilated or defaced in such a way that its identity as a genuine form cannot be established will be treated as invalid.
8. Member shall not make any amendment to the Resolution or impose any condition while exercising his vote.
9. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid business reply envelope and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

11. The votes should be cast either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
12. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
13. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No. 2.
14. Any Member who wants to cast his vote electronically instead of Physical Postal Ballot Form, may refer the detailed procedure mentioned in the notes to the Postal Ballot Notice.